

Google Inc.
Form 4
January 29, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMIDT ERIC E

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Executive Chairman of Board

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
				(A) or (D)	Price			
Class A Common Stock ⁽¹⁾	01/27/2014		S	61 D	\$ 1,112.3895	557	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014		S	83 D	\$ 1,113.4629	474	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014		S	36 D	\$ 1,114.5565	438	I	By Limited Partnership II
Class A Common	01/27/2014		S	36 D	\$ 1,115.305	402	I	By Limited Partnership

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Stock ⁽¹⁾								II
Class A Common Stock ⁽¹⁾	01/27/2014	S	18	D	\$ 1,116.51	384	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	36	D	\$ 1,117.5	348	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	42	D	\$ 1,118.6286	306	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	18	D	\$ 1,119.6533	288	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	6	D	\$ 1,122.36	246	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	36	D	\$ 1,121.355	252	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	36	D	\$ 1,123.515	210	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	24	D	\$ 1,124.535	186	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	180	D	\$ 1,125.6606	6	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	6	D	\$ 1,126.42	0	I	By Limited Partnership II
Class A Common Stock	01/27/2014	S	224	D	\$ 1,101.5135	52,805	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	177	D	\$ 1,102.5934	52,628	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	292	D	\$ 1,103.4034	52,336	I	By The Schmidt Family Foundation
	01/27/2014	S	179	D	\$ 1,104.325	52,157	I	

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Class A Common Stock								By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	342	D	\$ 1,105.556	51,815	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	327	D	\$ 1,106.488	51,488	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	223	D	\$ 1,107.667	51,265	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	237	D	\$ 1,108.3981	51,028	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	418	D	\$ 1,109.5396	50,610	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	329	D	\$ 1,110.6342	50,281	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	505	D	\$ 1,111.5286	49,776	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	151	D	\$ 1,112.3895	49,625	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	206	D	\$ 1,113.4629	49,419	I	By The Schmidt Family Foundation

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X		Executive Chairman of Board	

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt 01/29/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.

Remarks:

All trades reported on this Form 4 were made in multiple transactions within \$1.00 of the weighted average prices stated in CO
All of the transactions reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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